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Hearing: July 22, 2010 @ 9:30 a.m.
Objections: June 7, 2010
Reply: July 2, 2010

- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, <i>et al.</i> ,	:
	:
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DELPHI CORPORATION, <i>et al.</i> ,	:
	:
Plaintiffs,	:
	:
-against-	:
	:
TYCO, TYCO ADHESIVES, TYCO	:
ELECTRONICS – RAYCHEM, TYCO	:
ELECTRONICS CORP., TYCO	:
ELECTRONICS CORPORATION, TYCO	:
ELECTRONICS IDENTIFICATION TYCO	:
ELECTRONICS LOGISTICS AG, and	:
TYCO/ELECTRONICS,	:
	:
Defendants.	:
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**SUPPLEMENT TO MOTION OF TYCO ADHESIVES LP, AND JOINDER WITH
MOTIONS OF FIN MACHINE CO. LTD. AND WAGNER-SMITH COMPANY,
FOR AN ORDER:**

- (I) **PURSUANT TO FED. R. CIV. P. 60 AND FED. R. BANKR. P. 9024 VACATING PRIOR ORDERS ESTABLISHING PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS, INCLUDING THOSE COMMENCED BY THE DEBTORS UNDER 11 U.S.C. §§ 541, 544, 545, 547, 548, OR 549, AND EXTENDING THE TIME TO SERVE PROCESS FOR SUCH ADVERSARY PROCEEDINGS, AND**
- (II) **PURSUANT TO FED. R. CIV. P. 12(c) AND FED. R. BANKR. P. 7012(c), DISMISSING THE ADVERSARY PROCEEDING WITH PREJUDICE FOR FAILURE TO STATE A CAUSE OF ACTION BECAUSE IT IS BARRED BY THE TWO YEAR STATUTE OF LIMITATIONS, AND**
- (III) **PURSUANT TO FED. R. CIV. P. 12(c) AND FED. R. BANKR. P. 7012(c), DISMISSING THE ADVERSARY PROCEEDING WITH PREJUDICE FOR FAILURE TO STATE A CAUSE OF ACTION BECAUSE IT IS INSUFFICIENTLY PLED, AND**
- (IV) **DISMISSING THE ADVERSARY PROCEEDING ON THE GROUND OF JUDICIAL ESTOPPEL, AND**
- (V) **DISMISSING THE ADVERSARY PROCEEDING ON THE GROUND OF LACHES, OR**
- (VI) **IN THE ALTERNATIVE, PURSUANT TO FED. R. CIV. P. 12(e) AND FED. R. BANKR. P. 7012(e), DIRECTING A MORE DEFINITE STATEMENT OF THE PLEADINGS.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Defendant Tyco Adhesives LP (“TA”), by its undersigned attorneys, hereby represents:

1. On May 14, 2010, TA filed with the Court a Motion and Joinder with the Motions of Wagner-Smith Company (Case Doc. No. 19401) and of Fin Machine Co. Ltd. dated February 5, 2010 dated May 5, 2010 (Case Doc. No. 19982) (the “**TA Motion**”) (Adv. Proc. Doc. No. 31; Case Doc. No. 20089), for an Order of this Court, vacating, with respect to TA, the Extension Orders (as defined in the TA Motion), and dismissing, with prejudice, the Adversary Proceeding against TA, on the grounds that it is barred by the two-year statute of limitations imposed by 11 U.S.C. § 546(a) and therefore fails to state a claim upon which relief may be granted; for failure

to state a cause of action because it is insufficiently pled; that it is barred by judicial estoppel; for laches; or in the alternative directing a more definite statement of the pleadings; and granting TA the costs and expenses of responding to this Adversary Proceeding, including, without limitation, attorneys' fees.

2. Since filing the TA Motion, TA has had the opportunity to review other "First Wave Dismissal Motions" (as defined in the Court's *Order Establishing Certain Procedures With Respect to Pending Motions to Dismiss Adversary Proceedings*, dated April 23, 2010, Doc. No. 19947). Many First Wave Dismissal Motions seek to dismiss their respective avoidance complaints on various legal grounds, many of which are the same as those asserted in the TA Motion, but some of which assert additional grounds and legal arguments for the same or similar relief that are applicable to TA. Such arguments include, without limitation, that the action is barred by res judicata.

3. Accordingly, by this Supplement, TA hereby joins in and adopts the following additional First Wave Dismissal Motions filed by: (i) Affinia Group Holdings, Inc., Affinia Canada Corp., and Brake Parts, Inc., Adv. Proc. No. 07-2198, Doc. No. 41; (ii) GKN Sinter Metals LLC, Adv. Proc. No. 07-2328, Doc. No. 22; (iii) MSX International, Inc., Adv. Proc. No. 07-2484, Doc. No. 30; (iv) Valeo Climate Control Corp., Valeo Electrical Systems, Inc., Valeo, Inc. and Valeo Schalter Und Sensoren GmbH, Adv. Proc. No. 07-2534, Doc. No. 28; and (v) Hewlett Packard, Hewlett Packard Co., Inc., Hewlett Packard Company, Hewlett Packard Limited, Hewlett Packard Mexico S., Hewlett-Packard Company and Hewlett-Packard Financial Svcs., Adv. Proc. No. 07-2449, Doc. No. 17.

4. In addition, other grounds not yet asserted, or that may have been asserted but not joined in and adopted by TA, that are applicable to TA may constitute grounds to dismiss this

adversary proceeding. Accordingly, to the extent that the TA Motion or this Supplement do not assert any ground upon which relief may be granted under any First Wave Dismissal Motion, which ground is applicable to TA under the particular facts of its case, TA hereby joins in and adopts, with respect to this Adversary Proceeding, all applicable arguments raised by other defendants in their First Wave Dismissal Motions.

5. No previous request for the relief sought herein has been made to this or to any other court, except as otherwise set forth above and in the TA Motion.

WHEREFORE, TA respectfully requests that the Court grant the relief requested in the TA Motion, as well as the relief applicable to it requested in all other First Wave Dismissal Motions, and such other and further relief as is just.

Dated: New York, New York
June 2, 2010

WINDELS MARX LANE & MITTENDORF, LLP

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- and -

Dated: Boston, Massachusetts
June 2, 2010

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